

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

Presented at Hearing 7/19/04

In re:

W.R. GRACE & CO., et al.,

Debtors.

)  
) Chapter 11  
) Case No. 01-01139 (JKF)  
)  
) Jointly Administered

Related Docket No. 5653

Agenda # 3  
7/19/04

**AGREED ORDER MODIFYING THE AUTOMATIC STAY**

Upon consideration of the Motion for Entry of Order Modifying the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 4001(d) (the "Motion") filed by Baker Hughes Oilfield Operations, Inc. ("Baker Hughes"); after finding that due and adequate notice of the Motion having been given and that no other or further notice is needed under the circumstances; and after finding that the Debtor does not oppose the Motion, after due deliberation and sufficient cause appearing therefore pursuant to Section 362(d) of the Bankruptcy Code, the Court has decided to GRANT the Motion for the reasons set forth therein. It is THEREFORE

ORDERED that the automatic stay imposed by 11 U.S.C. § 362 is hereby modified so as to allow W.R. Grace & Co., et al. to convey legal title to the property located at 6880 Highway 89 North, Evanston, Wyoming (the "Evanston Property") to Baker Hughes; and it is FURTHER

ORDERED that W.R. Grace & Co. is hereby authorized and directed to execute a deed and all other such documentation, in a form acceptable to Baker Hughes, in order to effectuate and evidence the transfer of the Evanston Property to Baker Hughes.

SIGNED this 19 day of July, 2004.

JK Fitzgerald  
UNITED STATES BANKRUPTCY JUDGE

DOCKET # \_\_\_\_\_  
DATE \_\_\_\_\_